

NILESH SHAH & ASSOCIATES

Company Secretaries

Report of Scrutinizer

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 and Rule 22 read with 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
The Victoria Mills Limited
Victoria House, Pandurang Budhkar Marg,
Lower Parel, Mumbai 400013

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot Voting / E-Voting Process.

The Board of Directors of **The Victoria Mills Limited** ('the Company') vide its Resolution passed on Monday, 15th May, 2023, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolution as set out in the Notice dated Friday, 07th July, 2023:

- **APPOINTMENT OF SHRI ANIL WANI (DIN:06504762) AS AN INDEPENDENT DIRECTOR**

The Company has provided the facility of voting through electronic means only (i.e. remote e-voting) as required under the provisions of Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 22/2020 dated June 15, 2020, MCA General Circular No. 33/2020 dated September 28, 2020, MCA General Circular No. 39/2020 dated December 31, 2020, MCA General Circular No. 10/2021 dated June 23, 2021 and MCA General Circular No. 20/2021 dated December 8, 2021 03/2022 dated May 5th, 2022 and 11/2022 dated December 28th, 2022 read along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Nilesh G. Shah, Practicing Company Secretary, (Membership No. FCS 4554, CP No. 2631) was appointed as a Scrutinizer by the Company for the purpose of the conducting the postal ballot voting process via remote e-voting only in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matter as required under the above stated provisions of the Companies Act, 2013.



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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to voting through postal ballot via remote e-voting means on the resolution contained in the notice of postal ballot. Our responsibility as a scrutinizer for the remote e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of voting through postal ballot (remote e-voting), containing summary of the votes cast "in favour" or "against" the resolution as stated above, based on the reports generated from the e-voting system provided by the Link Intime India Pvt. Ltd. - INSTA VOTE Facility, the authorized agency to provide e-voting facilities, engaged by the Company.

The Postal Ballot Notice dated Friday, 07th July, 2023 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company, by electronic form and any other mode accordance with the Act i.e. by email to all Shareholders/Beneficiaries whose Names appears on the Register of Members/Record of Depositories in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 22/2020 dated June 15, 2020, MCA General Circular No. 33/2020 dated September 28, 2020, MCA General Circular No. 39/2020 dated December 31, 2020, MCA General Circular No. 10/2021 dated June 23, 2021 and MCA General Circular No. 20/2021 dated December 8, 2021, 03/2022 dated May 5th, 2022 and 11/2022 dated December 28th, 2022.

For avoidance of any doubt meaning of 'Postal Ballot' denotes only 'remote e-voting' for the purpose of these resolutions.

The Shareholders of the Company holding shares as on the cut-off date of Friday, July 07, 2023 were entitled to vote on the resolutions as set out in the notice.

In this regard, we submit our report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process by remote e-voting only on the platform provided by Link Intime India Pvt. Ltd. - "INSTA VOTE Facility".
2. The Postal Ballot voting (remote e-voting) period was from Monday, July 10, 2023 at 9:00 A.M. (IST) up to Thursday, August 10, 2023 at 5:00 P.M. (IST) and the e-voting module was disabled for voting thereafter.



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3. At the end of the e-voting period, we have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
4. The details containing a list of shareholders who voted 'for' or 'against' the resolution were downloaded from the e-voting website of Link Intime India Pvt. Ltd. - "INSTA VOTE Facility".
5. We have scrutinized the votes cast through electronic means for the purpose of this report.
6. The particulars of all the electronic votes cast by the shareholders through e-voting process have been recorded in a register separately maintained for the purpose.
7. A summary of the votes cast through remote e-voting by Shareholders of the Company is as under:
 - a. **Resolution No. 1 (Special Resolution): Appointment of Shri Anil Wani (DIN:06504762) as an Independent Director**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	36	55749	99.99%

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	1	8	0.01%

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Electronic Means	--	--



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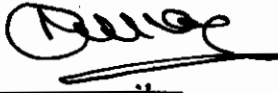
Recommendation:

The resolution may be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,

Yours truly,

For Nilesh Shah & Associates
Practicing Company Secretaries



Nilesh Shah
Partner
Membership No.: FCS 4554
CP No. 2631
Peer Review No. 698/2020

UDIN: F004554E000786423

Place: Mumbai

Date: 11.08.2023



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